

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

GREG PFEIFER and ANDREW DORLEY,

Plaintiffs,

-vs.-

Case No. 16-00497-PD

WAWA, INC., RETIREMENT PLANS
COMMITTEE OF WAWA, INC., JARED G.
CULOTTA, MICHAEL J. ECKHARDT, JAMES
MOREY, CATHERINE PULOS, HOWARD B.
STOECKEL, DOROTHY SWARTZ, RICHARD D.
WOOD, JR. and KEVIN WIGGINS.

Defendants,

and

WAWA, INC. EMPLOYEE STOCK OWNERSHIP
PLAN.

Nominal Defendant.

**PLAINTIFFS' UNOPPOSED MOTION FOR
PRELIMINARY APPROVAL OF CLASS ACTION SETTLEMENT**

Pursuant to Fed. R. Civ. P. 23, Plaintiffs Greg Pfeifer and Andrew Dorley, and additional Class Representative Michael DiLoreto, on behalf of themselves and the Class, hereby move the Court as follows:

1. For an order, pursuant to Fed. R. Civ. P. 23(e), preliminarily approving the Settlement Agreement, which is attached as Exhibit 1 to the Declaration of Daniel Feinberg ("Feinberg Declaration") filed in support of this Motion;

2. For an order, pursuant to Fed. R. Civ. P. 23(c) and (e), approving the form and authorizing the distribution of the Proposed Notice of Class Action Settlement (“Class Notice”), which is attached as Exhibit 2 to the Feinberg Declaration;

3. For an order, approving the Proposed Plan of Allocation, which is set forth in Section VI of the Settlement Agreement;

4. For an order appointing a Settlement Administrator;

5. For an order setting a date for a fairness hearing on whether the proposed Settlement should be finally approved as fair, reasonable, and adequate as to the members of the Class, and for a hearing on whether the Class Counsel’s forthcoming motion for attorneys’ fees, costs, and expenses and request for a service award to the Class Representatives should be approved;

6. In order to facilitate the orderly resolution of the Action, Plaintiffs and Additional Class Representative propose deadlines for a schedule of events, including a date for the Final Approval Hearing that provides a sufficient amount of time for mailing of the Notice, for Class Members to file any objections to the Settlement, and for Class Counsel to respond to any objections. As such, the Plaintiffs and Additional Class Representative request that the Court establish the dates set forth below:

EVENT	PROPOSED DEADLINE	PROPOSED DATE
Defendants to provide Notices and Materials Required by CAFA, 28 U.S.C. § 1715(b)	10 Days After Filing of Proposed Settlement.	
Defendants to provide Co-Lead Class Counsel with a copy of the CAFA Notice and materials sent to the Appropriate Officials, as set forth in the Settlement Agreement.	3 Days After Sending of CAFA Notices	

Defendants to hire (at their own expense) an Independent Fiduciary, as set forth in the Settlement Agreement.	21 Days After Preliminary Approval	
Defendants to provide Settlement Administrator and Class Counsel with Class Data (as defined in Section III.7 of the Settlement Agreement).	21 days After Execution of Settlement Agreement	
Settlement Administrator to send Notice by U.S. mail and/or E-mail to the Class	21 Days After Preliminary Approval	
Settlement Administrator to post Class Notice and other documents/information about the Settlement to web site.	21 Days After Preliminary Approval.	
Settlement Administrator submits declaration to Court confirming compliance with Notice procedures	30 Days After Deadline to Send Notice	
Class Counsel files motion for attorneys' fees, costs, expenses and request for service award for the Class Representatives	30 Days After Preliminary Approval Order	
Deadline for Class Members to mail any objection to Settlement or request exclusion from Class, or to challenge his/her ESOP account data.	45 Days After Notice is Sent	
Plaintiffs file motion for final approval	14 Days Before Fairness Hearing	
Settlement Administrator to submit recommendations as to the accuracy of the account data based on challenges by Class Members	21 Days Before Fairness Hearing.	
Fairness Hearing	No Fewer Than 100 Days after Preliminary Approval Order	

In further support of this Motion, Plaintiffs and Additional Class Representative rely upon the Feinberg Declaration and its exhibits, and their accompanying Memorandum of Law, and all of the pleadings and documents on file with the Court in this action, and further evidence and argument as may be submitted prior to the Court's decision on this Motion.

Dated: December 29, 2017

Respectfully submitted,

/s/ R. Joseph Barton

R. Joseph Barton (*pro hac vice*)

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/s/ Daniel Feinberg

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CERTIFICATE OF
SERVICE

I hereby certify that I caused a true and correct copy of the foregoing
PLAINTIFFS' UNOPPOSED MOTION FOR PRELIMINARY APPROVAL OF
CLASS ACTION SETTLEMENT, to be served on the counsel listed below via the
Court's ECF system on December 29, 2017:

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/s/ Ming Siegel
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